IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

COMPANY APPLICATION No. 149 of 2007

For Approval and Signature:

HONOURABLE MR.JUSTICE M.R. SHAH

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1 Whether Reporters of Local Papers may be allowed to see the judgment ?

2 To be referred to the Reporter or not ?

3 Whether their Lordships wish to see the fair copy of the judgment ?

4 Whether this case involves a substantial question of law as to the interpretation of the constitution of India, 1950 or any order made thereunder ?

5 Whether it is to be circulated to the civil judge ?

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DANIEL MEASUREMENT & CONTROL (INDIA) PVT. LTD. - Applicant(s)
Versus
Blank Name - Respondent(s)

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Appearance :
NANAVATI & NANAVATI for Applicant(s) : 1,
None for Respondent(s) : 1,

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CORAM : HONOURABLE MR.JUSTICE M.R. SHAH

Date : 30/03/2007

ORAL JUDGMENT

Draft amendment allowed.

2. Present Judges summons has been taken out by the applicant DANIEL MEASUREMENT & CONTROL (INDIA) PVT. LTD.

for an appropriate order of dispensing with the meeting of the equity shareholders and the secured creditor of the applicant company for the purpose of considering the scheme of demerger of the metering undertaking of the applicant with Daniel Measurement Solutions Pvt. Ltd. and also for an appropriate order of convening the meeting of the unsecured creditors of the applicant company for the purpose of considering the aforesaid scheme.

3. It is submitted that all the equity shareholders as well as sole secured creditor have given their consent in writing to the proposed scheme of demerger. Their consent letters are produced on record.

Having procured and produced written approval of all the equity shareholders and the sole secured creditor of the applicant company to the proposed scheme of demerger of the metering undertaking of the applicant company with Daniel Measurement Solutions Pvt. Ltd., the meetings of the equity shareholders and the secured creditor of the applicant company in relation to the proposed scheme of demerger as required under Section 391(2) of the Companies Act, 1956 are hereby dispensed with.

4. So far as convening the meeting of the unsecured creditors of the applicant company upon the application of the applicant company abovenamed by summons for direction dated 15th March 2007 and upon hearing Shri SN Shelat, learned senior advocate with Mrs. VD Nanavati and Shri Rasesh Parikh, learned advocates for the applicant company and upon reading the affidavit dated 15-3-2007 affirmed by Mukesh Kapadia, the Director of the applicant company and upon reading the annexures therein, it is ordered that;

1. That a meeting of the unsecured creditors of the applicant company shall be convened and held at the Registered office of the company, 299/300, GIDC, Makarpura, Vadodara on Friday, the 4th day of May 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, approving, with or without modifications the scheme of Demerger of metering undertaking of the said company to Daniel Measurement Solutions Pvt. Ltd.

2 That at least 21 clear days before the day appointed for the meetings (or the first of the meetings), an advertisement convening the same, and stating that the copies of the said compromise or arrangement and of the statement required to be furnished pursuant to Section 393 of the Companies Act, 1958 and the prescribed Form of Proxy can be obtained free of charge at the Registered office of the applicant company or at the office of its Advocate be inserted once in “Indian Express”, English daily, Vadodara edition and “Loksatta-Jansatta”, Gujarati daily Vadodara edition. Publication of the advertisement in the Gujarat Government Gazette is dispensed with.

3. That in addition, at least 21 clear days before the meeting to be held as aforesaid, a Notice convening the said meeting, at the place and the time as aforesaid, together with a copy of the said compromise or arrangement, a copy of the Statement required to be sent under Section 393 of the Companies Act, 1956 and the prescribed Form of Proxy shall be sent by a prepaid letter

posted under Certificate of Posting, addressed to each of the unsecured creditors at their last known address.

4. That Shri Umed Fifadara and failing him, Shri Mukesh Kapadia, one of the Directors of the company shall be the Chairman of the meeting to be held on 4th May,2007 as aforesaid.

5. That the Chairman appointed for the meeting do issue the advertisement and send out the notice of the said meetings referred to above.

6. That the quorum for the meeting shall be five.

7. That voting by proxy be permitted provided that the proxy in the prescribed form duly singed by the person entitled to attend and vote at the meeting is filed with the applicant company at its registered office at 299/300, GIDC, Makarpura, Vadodara 390 010 not later than 48 hours before the said meetings.

8. That the value of each member or creditor shall be in accordance with the books of the applicant company and where the entries in the books are disputed, the Chairman shall determine the value for purpose of the meeting.

9. It is further ordered that the Chairman do report to this court, the result of the said meeting within 15 days of the conclusion of the meeting and the said report shall be verified by his affidavit.

5. This application is accordingly disposed of.

(M.R.SHAH,J.)

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